

RECORDATION NO. 230081 FILED

DEC 29 '00 11:51 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 29, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Equipment Bill of Sale, dated as of December 29, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease Agreement which was previously filed with the Board under Recordation Number 23008.

The names and addresses of the parties to the enclosed document are:

Seller: Allfirst Bank
25 South Charles Street
Baltimore, Maryland 21202

Buyer: Comerica Leasing Corporation
29201 Telegraph Road
Southfield, Michigan 4803

A description of the railroad equipment covered by the enclosed document is:

Seventy-three (73) 100 ton boxcars within the series WC 020200 - WC 020274; and one hundred and sixty six (166) 70 ton boxcars within the series WC 028000 - WC 028169.

Mr. Vernon A. Williams
December 29, 2000
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A short summary of the document to appear in the index is:

Equipment Bill of, dated as of December 29, 2000, between Allfirst Bank, Seller, and Comerica Leasing Corporation, Buyer, covering seventy- three (73) 100 ton boxcars within the series WC 020200 - WC 020274; and one hundred and sixty six (166) 70 ton boxcars within the series WC 028000 - WC 028169.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

RECORDATION NO. 230087 FILED

DEC 29 '00 11:51 AM

EQUIPMENT BILL OF SALE

SURFACE TRANSPORTATION BOARD

THIS EQUIPMENT BILL OF SALE is given by ALLFIRST BANK (herein the "Seller") to COMERICA LEASING CORPORATION (herein the "Buyer").

WITNESSETH:

THAT FOR TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's rights and interest in and to the items of equipment listed on the schedule attached hereto (the "Equipment").

The interest in the Equipment is sold hereunder AS IS WHERE IS WITHOUT WARRANTY, express or implied, with respect to any matter whatsoever except that Seller warrants that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller (other than the leasehold interest of Wisconsin Central Ltd. ("Lessee") pursuant to Equipment Lease Schedule Nos. 4 and 9 to that certain Master Lease Agreement dated as of June 30, 2000, between Seller, as lessor, and Lessee, as lessee).

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed as of the 29th day of December, 2000.

ATTEST:

ALLFIRST BANK

M. Mordley

By: P. J. Atley

STATE OF MARYLAND

)

ss.

CITY OF BALTIMORE

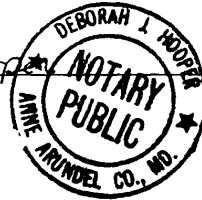
)

On this 28th day of December, 2000, before me appeared Paul L. Gettings, the person who signed this instrument, who acknowledged that he is a Vice President. of ALLFIRST BANK and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Deborah J. Hooper

Notary Public



My commission expires: 7/27/02

EXHIBIT 1

DESCRIPTION OF EQUIPMENT

Seventy-three (73) 50ft., 100-ton boxcars, Plate B, with cushioned underframes, originally built in 1975, OT-37 rebuild in 1990; bearing the following road marks and numbers:

WC 020200	WC 020238	WC 020218	WC 020257	WC 020275
WC 020201	WC 020239	WC 020219	WC 020258	
WC 020202	WC 020240	WC 020220	WC 020259	
WC 020203	WC 020241	WC 020221	WC 020260	
WC 020204	WC 020242	WC 020223	WC 020261	
WC 020205	WC 020243	WC 020224	WC 020262	
WC 020206	WC 020244	WC 020225	WC 020263	
WC 020207	WC 020245	WC 020226	WC 020264	
WC 020208	WC 020246	WC 020227	WC 020265	
WC 020209	WC 020247	WC 020228	WC 020266	
WC 020210	WC 020248	WC 020229	WC 020267	
WC 020211	WC 020249	WC 020230	WC 020268	
WC 020212	WC 020250	WC 020231	WC 020269	
WC 020213	WC 020251	WC 020232	WC 020270	
WC 020214	WC 020253	WC 020233	WC 020271	
WC 020215	WC 020254	WC 020235	WC 020272	
WC 020216	WC 020255	WC 020236	WC 020273	
WC 020217	WC 020256	WC 020237	WC 020274	

together with all accessories, equipment, parts and appurtenances appertaining or attached to such cars, whether now owned or hereafter acquired, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations of such cars.

EXHIBIT 1

DESCRIPTION OF EQUIPMENT

One hundred sixty-six (166) 50 ft., 70-ton boxcars, Plate B, with cushioned underframes, originally built in 1969, rebuilt to Rule 88 standards in 1990, bearing the following road marks and numbers:

WC 028000	WC 028051	WC 028103	WC 028154
WC 028001	WC 028052	WC 028104	WC 028155
WC 028002	WC 028053	WC 028105	WC 028156
WC 028003	WC 028054	WC 028106	WC 028157
WC 028004	WC 028055	WC 028107	WC 028158
WC 028005	WC 028056	WC 028108	WC 028159
WC 028006	WC 028057	WC 028109	WC 028160
WC 028007	WC 028058	WC 028110	WC 028161
WC 028008	WC 028059	WC 028111	WC 028162
WC 028009	WC 028060	WC 028112	WC 028163
WC 028010	WC 028061	WC 028113	WC 028164
WC 028011	WC 028062	WC 028114	WC 028165
WC 028012	WC 028063	WC 028115	WC 028166
WC 028013	WC 028064	WC 028116	WC 028167
WC 028014	WC 028065	WC 028117	WC 028168
WC 028015	WC 028066	WC 028118	WC 028169
WC 028016	WC 028067	WC 028119	
WC 028017	WC 028069	WC 028120	
WC 028018	WC 028070	WC 028121	
WC 028019	WC 028071	WC 028122	
WC 028020	WC 028072	WC 028123	
WC 028021	WC 028073	WC 028124	
WC 028022	WC 028074	WC 028126	
WC 028023	WC 028075	WC 028127	
WC 028024	WC 028077	WC 028128	
WC 028025	WC 028078	WC 028129	
WC 028026	WC 028079	WC 028130	
WC 028027	WC 028080	WC 028131	
WC 028028	WC 028081	WC 028132	
WC 028029	WC 028082	WC 028133	
WC 028030	WC 028083	WC 028134	
WC 028031	WC 028084	WC 028135	
WC 028032	WC 028085	WC 028136	
WC 028033	WC 028086	WC 028137	
WC 028034	WC 028087	WC 028138	
WC 028035	WC 028088	WC 028139	
WC 028036	WC 028089	WC 028140	
WC 028037	WC 028090	WC 028141	
WC 028038	WC 028091	WC 028142	
WC 028039	WC 028092	WC 028143	
WC 028040	WC 028093	WC 028144	
WC 028041	WC 028094	WC 028145	
WC 028042	WC 028095	WC 028146	
WC 028043	WC 028096	WC 028147	
WC 028044	WC 028097	WC 028148	
WC 028045	WC 028098	WC 028149	
WC 028046	WC 028099	WC 028150	
WC 028047	WC 028100	WC 028151	
WC 028048	WC 028101	WC 028152	
WC 028049	WC 028102	WC 028153	

together with all accessories, equipment, parts and appurtenances appertaining or attached to such cars, whether now owned or hereafter acquired, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations of such cars.